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UBER TECHNOLOGIES, INC.
14 and OTTOMOTTO LLC

15 UNITED STATES DISTRICT COURT
16 NORTHERN DISTRICT OF CALIFORNIA
17 SAN FRANCISCO DIVISION

18
19 WAYMO LLC,
20 Plaintiff,
21 v.
22 UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING LLC,
23 Defendants.
24

Case No. 3:17-cv-00939-WHA

**STATEMENT IN RESPONSE TO
PARAGRAPH 7 OF ORDER RE
EARLY MOTIONS IN LIMINE
AND RELATED MATTERS
(DKT. 784)**

Judge: The Honorable William Alsup

Trial Date: October 10, 2017

1 The undersigned counsel for defendants Uber Technologies Inc. and Ottomotto LLC files
 2 this statement pursuant to paragraph seven of the Court's June 30, 2017, Order re Early Motions
 3 *in Limine* and Related Matters (Dkt. 784), which directed that "Attorney Karen Dunn shall file an
 4 accurate and complete statement identifying every board member, in-house counsel, or other
 5 officer or director of Uber who read or received any part of the due diligence report or its
 6 exhibits, whether in final or draft form, as well as the approximate date(s) that each such
 7 individual read or received it." This statement is the product of an extensive review by counsel
 8 and by Uber. Should we become aware of any additional facts responsive to the Court's Order,
 9 however, we will supplement this statement immediately. Nothing in this statement is an
 10 admission by Defendants of the relevance or admissibility of any information, for any purpose.
 11 Defendants reserve all objections as to relevance, materiality, privilege, or admissibility related to
 12 the use of any information in this statement as evidence for any purpose whatsoever in any
 13 subsequent proceeding in this trial or any other action.

14 **I. UBER BOARD MEMBERS**

15 The following current or former members of Uber's Board of Directors received copies of
 16 the final due diligence report, without exhibits, on approximately the date noted:

17 1. David Bonderman (former), May 25, 2017
 18 2. Arianna Huffington, May 25, 2017
 19 3. Bill Gurley (former), May 12, 2017

20 To the best of Uber's and its counsel's knowledge after a good faith investigation, no
 21 other current or former board member read or received the due diligence report or any of its
 22 exhibits, whether in final or draft form.

23 **II. UBER IN-HOUSE COUNSEL**

24 The following members of Uber's legal department received copies of the final due
 25 diligence report, without exhibits, on approximately the date noted:

26 1. Nicole Bartow, March 24, 2017
 27 2. Aaron Bergstrom, May 3, 2017
 28 3. Andrew Glickman, February 23, 2017

- 1 4. Todd Hamblet, April 4, 2017
- 2 5. Christian Lymn, August 8, 2016
- 3 6. Angela Padilla, August 6, 2016
- 4 7. Justin Suhr, August 6, 2016
- 5 8. Robert Wu, February 23, 2017
- 6 9. Salle Yoo, May 5, 2017

7 The following members of Uber's legal department received copies of a redacted
 8 interview memorandum that was later designated as an exhibit to the due diligence report, along
 9 with two attachments to that memorandum, on approximately April 2, 2016:

- 10 1. Andrew Glickman
- 11 2. Todd Hamblet
- 12 3. Christian Lymn
- 13 4. Angela Padilla
- 14 5. Justin Suhr
- 15 6. Salle Yoo

16 Justin Suhr of Uber's legal department received four redacted draft interview memoranda
 17 that were later designated as exhibits to the due diligence report, along with six attachments to
 18 those draft memoranda, on approximately May 9, 2016. Mr. Suhr also received an addendum to
 19 the final due diligence report on August 30, 2016, correcting an inaccuracy.

20 The following members of Uber's legal department received the index of exhibits (i.e., the
 21 table of contents for the report's exhibits) to the due diligence report after this litigation was filed,
 22 on approximately the date noted:

- 23 1. Nicole Bartow, March 26, 2017
- 24 2. Aaron Bergstrom, May 3, 2017
- 25 3. Angela Padilla, May 3, 2017
- 26 4. Justin Suhr, March 26, 2017
- 27 5. Salle Yoo, May 12, 2017

28 We have confirmed that this index of exhibits, and not the exhibits themselves, is what Mr. Suhr

1 referred to as the “Appendix of Exhibits” in paragraphs 14–16 of his Declaration in Support of
 2 Defendants’ Opposition to Waymo’s Motion to Compel Production of the Stroz Due Diligence
 3 Report, Dkt. 378.

4 The following members of Uber’s legal department received drafts of select documents
 5 that memorialized the parties’ agreements relating to the conduct of the diligence process itself
 6 and that were later designated as exhibits to the due diligence report, between approximately
 7 February 1, 2016, and April 11, 2016:

- 8 1. Andrew Glickman
- 9 2. Todd Hamblet
- 10 3. Christian Lynn
- 11 4. Angela Padilla
- 12 5. Justin Suhr

13 Adam Bentley received a copy of the final due diligence report, without exhibits, on
 14 approximately August 7, 2016, in his capacity as in-house counsel to Ottomotto LLC prior to
 15 Uber’s acquisition of Ottomotto. While Mr. Bentley has neither read nor received the report in
 16 connection with his work at Uber following the acquisition, he is included here because he is
 17 presently “in-house counsel … of Uber.”

18 To the best of Uber’s and its counsel’s knowledge after a good faith investigation, no
 19 other Uber in-house counsel read or received the due diligence report or any of its exhibits,
 20 whether in final or draft form.

21 **III. OTHER UBER OFFICERS & DIRECTORS**

22 Cameron Poetzscher received a redacted interview memorandum that was later designated
 23 as an exhibit to the due diligence report, along with two attachments to that memorandum, on
 24 approximately April 3, 2016. Mr. Poetzscher also received drafts of select documents that
 25 memorialized the parties’ agreements relating to the conduct of the diligence process itself and
 26 that were later designated as exhibits to the due diligence report, between approximately February
 27 1, 2016, and April 11, 2016. These were the same drafts received by the five Uber in-house
 28 counsel identified above.

1 To the best of Uber's and its counsel's knowledge after a good faith investigation, no
2 other current or former Uber officer or director read or received the due diligence report or any of
3 its exhibits, whether in final or draft form.

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5 Dated: July 7, 2017

BOIES SCHILLER FLEXNER LLP

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By: /s/ Karen L. Dunn

KAREN L. DUNN

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Attorneys for Defendants
UBER TECHNOLOGIES, INC.
and OTTOMOTTO LLC

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